

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE: : Chapter 11
DELPHI CORPORATION, *et al.* : Case No. 05-44481 (RDD)
Debtors : (Jointly administered)

**ORDER APPROVING SECOND INTERIM APPLICATION OF
THOMPSON HINE LLP AS SPECIAL COUNSEL FOR DEBTORS
FOR INTERIM COURT APPROVAL, ALLOWANCE AND PAYMENT OF
COMPENSATION FOR SERVICES RENDERED AND EXPENSES ADVANCED
FROM FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

This matter comes before the Court upon the Second Interim Application ("Second Application") of Thompson Hine LLP ("Thompson Hine") as Special Counsel to Debtors for intellectual property matters, seeking compensation and for reimbursement of expenses for the period from February 1, 2006 through May 31, 2006 (the "Second Application Period").

This Court having reviewed the Second Application; and no objections or comments to the Second Application having been filed; and this Court having determined that the legal and factual bases set forth in the Second Application establish just cause for the relief granted herein,

THIS COURT HEREBY FINDS THAT:

- (1) This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(B). Venue of this Chapter 11 case and Second Application is proper pursuant to 28 U.S.C. §§ 1408 and 1409 and the Local Bankruptcy Rules.
- (2) Thompson Hine is a duly appointed professional in the above-captioned Debtors' Chapter 11 cases.

(3) Thompson Hine served the Second Application with all exhibits by overnight mail to all Notice Parties referenced at Paragraph 2.a of the Order establishing compensation procedures (Doc. #869). Thompson Hine served a Notice of filing and objection/hearing dates by electronic mail (or by fax when no email address provided) upon all persons on the Master Service List and the 2002 List.

(4) No objections were filed.

(5) Based upon this Court's review of the Application and the schedules attached thereto, the fees and expenses are reasonable, actual and necessary.

IT IS, THEREFORE, ORDERED, that:

1. The Second Application is APPROVED AND GRANTED.
2. The fees and reimbursable expenses for the Second Application Period are approved and allowed in the following amounts, and Debtors may pay Thompson Hine such amounts to the extent not already paid:

Fees (80%)	\$ 78,260.40
Holdback Amount (20%)	<u>\$ 19,565.10</u>
	\$ 97,825.50
Expenses (100%)	<u>\$ 13,118.64</u>
Total	\$110,944.14

Dated: New York, New York
_____, 2006

United States Bankruptcy Judge